



# Allied Bank Limited

## NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-Ordinary General Meeting of Allied Bank Limited will be held at Emerald Hall B&C, Pearl Continental Hotel, Lahore on Monday, the 24th August, 2015 at 11:00 a.m. to transact the following business:

### Ordinary Business:

1. To confirm minutes of the 69th Annual General Meeting of Allied Bank Limited held on March 26, 2015.
2. To elect 7 directors of the Bank as fixed by the Board of Directors of the Bank under Section 178(1) of the Companies Ordinance, 1984 in accordance with the provisions of the said Ordinance for a period of three years commencing from August 24, 2015. The total strength of the Board of Directors shall be eight including the CEO of the Bank, being deemed director under Section 200(2) of the Companies Ordinance, 1984. The following are the retiring Directors, these persons are eligible to offer themselves for re-election:

- |                            |                          |
|----------------------------|--------------------------|
| a) Mohammad Naeem Mukhtar  | e) Mubashir A. Akhtar    |
| b) Sheikh Mukhtar Ahmad    | f) Pervaiz Iqbal Butt    |
| c) Muhammad Waseem Mukhtar | g) Muhammad Akram Sheikh |
| d) Abdul Aziz Khan         |                          |

### Special Business:

3. To consider and approve provision of facilities to the Chairman of the Board and Non-Executive Directors of the Bank.

**Note:** Statement under section 160 (1) (b) of the Companies Ordinance, 1984 is appended below.

### Other Business:

4. To transact any other business with the permission of the Chair.

**Date:** July 22, 2015  
**Place:** Lahore

**By Order of the Board**

**Muhammad Raffat**  
**Company Secretary**

**Registered Office:**  
3-Tipu Block, Main Boulevard,  
New Garden Town,  
Lahore

### NOTES:

- i) Any person who seeks to contest an election for the office of the director shall, whether he is a retiring director or otherwise should file with the Bank following documents at its registered office, not later than fourteen days before the date of the meeting at which elections are to be held:
  - (a) Notice of his/her intention under Section 178(3) of the Companies Ordinance, 1984 declaring that he/ she is not ineligible to become a director of the Bank under any applicable law/ or regulations (including Listing Regulations of stock exchanges and SBP requirements)
  - (b) Consent to act as director under Section 184 of the Companies Ordinance, 1984 on Form 28.

As per requirements under SBP, BPRD Circular No. 04 dated April 23, 2007, and the Prudential Regulation(G-1), the Directors could not assume the charge of their respective offices until their appointments are approved in writing by SBP. All requests for seeking prior clearance of SBP for appointment of Directors of the Bank should be routed through the Bank along with the following documents:

- Proforma regarding Fit & Proper Test (Annexure-I of the above referred SBP circular).
- Affidavit on Non-Judicial Stamp Paper (Annexure-II of the above referred SBP circular).
- Answered questionnaire for assessing "Fit & Proper Test" (Attachment to the above referred SBP Circular).
- Attested copy of valid CNIC/Passport.
- Copies of all academic & professional degrees/ certificates.
- Copies of employment certificates received from previous employers.
- Detailed CV having date-wise employment history, if any.

In terms of the above referred SBP circulars, association of the following persons as a director is undesirable and against public interest:

- A person who is/has been associated with any illegal activity, especially relating to the banking business; and
- A person, who in his individual capacity or a proprietary concern of any company or any listed public company (of which he has been a proprietor, partner, director or shareholder), has been in default of payment of any taxes.

- Further, please note that as per SBP requirements, a person is not permitted to be a director of more than one Bank / DFI.
- ii) All members are entitled to attend and vote at the Meeting.
  - iii) The Share Transfer Books of Allied Bank Limited will remain closed from 18th August, 2015 to 24th August, 2015 (both days inclusive). In order share transfer requests received at M/s Technology Trade (Pvt.) Limited, Dagia House, 241-C, Block-2, PECHS, Karachi, the Registrar and Share Transfer Office of the Bank at the close of business on 17th August, 2015 will be treated as being in time for the purpose of transfer of shares and to attend and vote at the meeting.
  - iv) A member entitled to attend and vote is entitled to appoint a proxy under his / her own hand or through his/her duly authorized attorney to attend and vote instead of himself / herself and the proxy must be a member of Allied Bank Limited.
  - v) The instrument of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarial certified copy of that power of attorney or authority in order to be effective must be deposited at the Registered Office of Allied Bank Limited not less than 48 hours before the time for holding the Meeting.
  - vi) Members are requested to immediately notify the changes, if any, in their registered address to the Bank's Share Registrar M/s Technology Trade (Pvt) Limited, Dagia House, 241-C, Block-2, PECHS, Karachi before book closure.
  - vii) CDC Account Holders will have to follow the under mentioned guidelines as laid down by the Securities and Exchange Commission of Pakistan.

**A. For Attending the Meeting:**

- a. In case of individuals, the Account Holder or Sub-account Holder and / or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall authenticate his /her identity by showing his/her original Computerized National Identity Card (CNIC) or original passport at the time of attending the Meeting.
- b. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced (if it has not been provided earlier) at the time of the Meeting.

**B. For Appointing Proxies:**

- a. In case of individuals, the Account Holder or Sub-account Holder and / or the person whose securities are in group account and their registration details are uploaded as per the Regulations, shall submit the proxy form as per the above requirement.
- b. The proxy form shall be witnessed by two persons whose names, addresses and CNIC numbers shall be mentioned on the form.
- c. Attested copies of CNIC or the passport of the beneficial owners and the proxy shall be furnished with the proxy form.
- d. The proxy shall produce his / her original CNIC or original passport at the time of the Meeting.
- e. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature shall be submitted (if it has not been provided earlier) along with the proxy form of the Company.
- f. Form of proxy is enclosed herewith.

**Statement under Section 160 (1) (b) of the Companies Ordinance, 1984**

**Item No. 3: To consider and approve provision of facilities to the Chairman and Non-Executive Directors of the Bank.**

As per BPRD Circular 9 of 2015 dated May 06, 2015, the banks/DFIs during a calendar year may pay a reasonable and appropriate remuneration for attending the Board or its committee(s) meeting(s), to their non-executive directors and chairman. The scale of remuneration shall be approved by the shareholders.

It is proposed that following facilities may be allowed to the Chairman Board of Directors for the purpose of business of the bank:

- Offices at Lahore, Karachi and Islamabad with necessary secretarial support and facilities.
- One car each at Lahore, Karachi and Islamabad (each car maximum up to 3000 CC) for the use of the Chairman. All cars to be fully maintained by the bank.

Further, since the Non-Executive Directors have to travel frequently for the purpose of attending Board/Committees meetings, two cars fully maintained by the Bank (each car maximum up to 3000 cc) will be provided at Lahore for commuting of directors.

Further, Non-Executive Directors may be provided with laptops, i-pads and Blackberry/smart phones on need basis alongwith monthly charges / bill expenses to be borne by the bank.

The directors of the bank are interested in these facilities to the extent mentioned above.

Accordingly, following ordinary resolution is proposed for adoption, with or without modification, at EOGM:

**"Resolved that** Chairman of the Board of Bank be and is hereby provided offices at Lahore, Karachi and Islamabad with necessary secretarial support and facilities as well as Bank's fully maintained three cars each maximum up to 3000 cc.

**Further Resolved that** two cars at Lahore (each car maximum up to 3000 cc) fully maintained by the Bank are hereby allocated for the Non-Executive Directors protocol duties.

**Further Resolved that** Board of Directors be and is hereby authorized to provide to all or any of the Non-Executive Directors laptops, iPads and Blackberry/ smart phones on need basis along with monthly bill expenses to be borne by the Bank to facilitate the directors in discharging their responsibilities more effectively"